

**SECOND AMENDMENT TO
VEHICLE SUPPLY AGREEMENT**

TOYOTA MOTOR CORPORATION ("Toyota"), a corporation organized and existing under the laws of Japan, NEW UNITED MOTOR MANUFACTURING, INC. (the "JV Company"), a close corporation organized and existing under the laws of the State of California, and GENERAL MOTORS CORPORATION ("GM"), a corporation organized and existing under the laws of the State of Delaware, hereby agree to amend the Vehicle Supply Agreement, dated February 21, 1984, (the "Agreement") and the Amendment to Vehicle Supply Agreement, dated March 31, 1986, (the "First Amendment") as follows:

1. Article IV of the Agreement, entitled "Supply and Purchase Obligations and Arrangements," as amended in the First Amendment, is hereby further amended by adding the following paragraph:

"4.13 CAFE Regulations:

The obligations of the parties with respect to U.S. fuel economy laws are as stated in the Letter of Understanding dated April 24, 1989 among Toyota, the JV Company and GM."

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2. This Second Amendment shall be effective as of April 24, 1989.

IN WITNESS WHEREOF, the parties have caused three copies of this Second Amendment to be signed by their duly authorized representatives.

TOYOTA MOTOR CORPORATION

GENERAL MOTORS CORPORATION


By: 

By: 

Title: Director

Title: Assistant Treasurer

NEW UNITED MOTOR MANUFACTURING, INC.

By: 

Title: President

SECOND AMENDMENT TO
VEHICLE LICENSE AGREEMENT

TOYOTA MOTOR CORPORATION ("Toyota"), a corporation organized and existing under the laws of Japan, NEW UNITED MOTOR MANUFACTURING, INC. (the "JV Company"), a close corporation organized and existing under the laws of the State of California, and GENERAL MOTORS CORPORATION ("GM"), a corporation organized and existing under the laws of the State of Delaware, hereby agree to amend the Vehicle License Agreement, dated February 21, 1984, as amended dated March 31, 1986, (the "Agreement"), as follows:

1. The following paragraph is hereby added to Paragraph 1.1 of the Agreement:

"(g) 'Toyota-Specific Trucks' shall mean the Licensed Vehicles for sale by the JV Company to Toyota or its designated marketing unit as provided under the Letter of Understanding dated April 24, 1989, among Toyota, the JV Company and GM."

2. The term "Toyota-Specific Vehicles" referenced in the Agreement shall be amended to read:

"Toyota-Specific Vehicles and Toyota-Specific Trucks".

3. The following phrase is hereby added to the end of Paragraph 1.1 (f) of the Agreement:

"as amended dated April 24, 1989."

4. This Second Amendment shall be effective as of April 24, 1989.

IN WITNESS WHEREOF, the parties have caused three copies of this Second Amendment to be signed by their duly authorized representatives.

TOYOTA MOTOR CORPORATION

GENERAL MOTORS CORPORATION

By: 

By: 

Title: Director

Title: Assistant Treasurer

NEW UNITED MOTOR MANUFACTURING, INC.

By: 

Title: President